

**EXHIBIT A**

**U.S. Department of Justice**

Office of the United States Trustee  
*Southern District of New York*

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33 Whitehall Street (212) 510-0500  
21<sup>st</sup> Floor Fax: (212) 668-2255  
New York, New York 10004

December 5, 2001

TO THE LARGEST UNSECURED CREDITORS OF:

**ENRON CORP., et al.**  
**CASE NOS. 01 B 16033 through 16046 and 01 B 16048 (AJG)**

Please be advised that the Office of the United States Trustee for the Southern District of New York will hold an organizational meeting for unsecured creditors in the above referenced bankruptcy cases on **Wednesday, December 12, 2001 at 11:00 a.m.** at the following location:

**The New York Hilton Hotel**  
**1335 Avenue of the Americas**  
**(Sixth Avenue between 53<sup>rd</sup> and 54<sup>th</sup> Streets)**  
**Grand Ballroom – 3<sup>rd</sup> Floor**  
**New York, New York**  
**(212) 586-7000**

The sole purpose of the meeting will be to form a committee or committees of unsecured creditors in these cases. This is not the meeting of creditors pursuant to Section 341 of the Bankruptcy Code; however, a representative of the debtors will attend and provide background information regarding the cases.

If you wish to be considered for the membership on any committee that is formed, please complete the attached "CREDITORS' COMMITTEE ACCEPTANCE FORM" and either return it by facsimile service to the Office of the United States Trustee at the number listed above or present it to a representative of the Office of the United States Trustee at the organizational meeting. Please be advised that the creditors who attend the meeting in person will be more favorably considered for committee membership over creditors who do not attend the meeting or attend by proxy.

If you do not wish to serve on a creditors' committee, your presence at the meeting is not required. Please note that your presence at this meeting is not required for the purpose of submitting a claim against the debtors.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant U.S. Trustee

Attachment

**OFFICE OF THE UNITED STATES TRUSTEE FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

**33 Whitehall Street, 21<sup>st</sup> Floor**

**New York, New York 10004**

**Tel. No. (212) 510-0500**

**Fax No. (212) 668-2255**

**MET**

**CREDITORS' COMMITTEE ACCEPTANCE FORM**

**Re: In re Enron Corp., et al.<sup>1/</sup>**

**Case Nos: 01 B 16033 through 01 B 16046 and 01 B 16048 (AJG)**

**PLEASE TYPE OR PRINT NEATLY AND CLEARLY:**

The undersigned creditor is willing to serve on the Committee of Unsecured Creditors of the Debtors:

**A. UNSECURED CREDITOR'S NAME, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:**

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**B IF RECEIVABLES ASSIGNED, FACTOR WILLING TO SERVE, NAME, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:**

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<sup>1/</sup>There are fifteen debtors, including: Enron Metals & Commodity Corp.; Enron Corp.; Enron North America Corp.; Enron Power Marketing, Inc.; PBOG Corp.; Smith Street Land Company; Enron Broadband Services, Inc.; Enron Energy Services Operations, Inc.; Enron Energy Marketing Corp.; Enron Energy Services, Inc.; Enron Energy Services, LLC; Enron Transportation Services Company; BAM Leasing Company; ENA Asset Holding LP; and Enron Gas Liquids, Inc.

C. NAME OF COUNSEL FOR CREDITOR, ADDRESS, TELEPHONE AND  
TELECOPY NUMBERS:

D. AMOUNT OF UNSECURED CLAIM: \$ \_\_\_\_\_

E. CLAIM ASSERTED AGAINST WHICH DEBTOR: \_\_\_\_\_

F. TYPE OF CLAIM (i.e., Trade, Institutional, et al., etc.):

G. IF CREDITOR HAS PROPERTY OF THE DEBTOR IN ITS POSSESSION OR HAS A  
SECURED CLAIM OR MADE A UCC 2-702 RECLAMATION, PLEASE INDICATE:

H. IF HOLDER OF CLAIM IS AN OFFICER OR DIRECTOR OF ANY DEBTOR,  
INDICATE POSITION:

I. IF HOLDER OF CLAIM IS RELATED TO AN OFFICER OR DIRECTOR OF ANY  
DEBTOR, OR A PERSON IN CONTROL OF ANY DEBTOR, INDICATE  
RELATIONSHIP:

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

PRINT NAME AND TITLE OF

PERSON COMPLETING FORM: \_\_\_\_\_

• KINDLY ANSWER ALL QUESTIONS SO THAT THIS FORM CAN BE  
PROCESSED PROPERLY WITHOUT DELAY.

• PLEASE EITHER (i) RETURN TO THE UNITED STATES TRUSTEE BY  
TELECOPIER BY 12:00 NOON ON DECEMBER 11, 2001, OR (ii) GIVE TO THE UNITED  
STATES TRUSTEE'S REPRESENTATIVE AT THE ORGANIZATIONAL MEETING.

• THIS IS NOT A PROOF OF CLAIM FORM. PROOFS OF CLAIM ARE  
FILED WITH THE CLERK OF THE BANKRUPTCY COURT, NOT WITH THE UNITED  
STATES TRUSTEE.

**EXHIBIT B**

**MILBANK, TWEED, HADLEY & MCCLOY LLP****1 CHASE MANHATTAN PLAZA****NEW YORK, N.Y. 10005-1413****212-630-5000****FAX: 212-630-6219****LUC A. DESPINS  
PARTNER  
DIRECT DIAL NUMBER  
212-630-6600****LOS ANGELES  
213-692-4000  
FAX: 213-629-6063****WASHINGTON, D.C.  
202-638-7500  
FAX: 202-638-7866****LONDON  
44-207-448-3000  
FAX: 44-207-448-3029****MOSCOW  
7-501-258-5015  
FAX: 7-501-258-5014****TOKYO  
813-3504-1050  
FAX: 813-3555-2790****HONG KONG  
852-2971-4888  
FAX: 852-2840-0792****SINGAPORE  
65-428-2400  
FAX: 65-428-2500**

February 4, 2002

By Telecopy (212) 668-2256

Carolyn Schwartz, Esq.  
United States Trustee for the  
Southern District of New York  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004

Re: In Re Enron Corp.; Case No. 01-16034 (AJG)

Dear Carolyn:

The Creditors' Committee opposes the formation of a separate official committee to represent Enron North America Corp. creditors. Indeed, we believe that such a committee would be absolutely superfluous, as we have identified at least eight (8) members of the Committee that hold substantial claims (each in excess of \$50 million, and in the aggregate, billions of dollars) against Enron North America Corp. (in addition to any other claims they may hold against other debtors). Based on these facts, we simply fail to comprehend how the Committee is not representative of creditors of Enron North America Corp. Please feel free to call if you have any questions.

Sincerely,



Luc A. Despins

cc: Creditors' Committee